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Edison (Edison) No. 13
Reporter BHC

FERC Form No. 1: ANNUAL REPORT OF MAJOR ELECTRIC UTILITIES, LICENSEES AND OTHERS

This report is mandatory under the Federal Power Act, Sections 3, 4(a), 304 and 309, and 18 CFR 141.1. Failure to report may result in criminal fines, civil penalties and other sanctions as provided by law. The Federal Energy Regulatory Commission does not consider this report to be of a confidential nature.

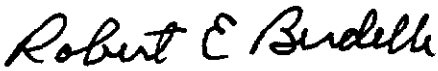
Exact Legal Name of Respondent (Company)

Commonwealth Edison Company

Year of Report

Dec. 31, 1999

FERC FORM NO. 1:
ANNUAL REPORT OF MAJOR ELECTRIC UTILITIES, LICENSEES AND OTHER

IDENTIFICATION		
01 Exact Legal Name of Respondent Commonwealth Edison Company	02 Year of Report Dec. 31, 1999	
03 Previous Name and Date of Change (if name changed during year) 		
04 Address of Principal Office at End of Year (Street, City, State, Zip Code) 10 South Dearborn, P. O. Box 767, Chicago, Illinois 60690-0767		
05 Name of Contact Person Robert E. Berdelle	06 Title of Contact Person Vice President & Comptroller	
07 Address of Contact Person (Street, City, State, Zip Code) 10 South Dearborn, P. O. Box 767, Chicago, Illinois 60690-0767		
08 Telephone of Contact Person (including Area Code) (312) 394-4369	09 This Report Is (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	10 Date of Report (Mo, Da, Yr) 04/28/2000
ATTESTATION		
The undersigned officer certifies that he/she has examined the accompanying report: that to the best of his/her knowledge, information, and belief, all statements of fact contained in the accompanying report are true and the accompanying report is a correct statement of the business and affairs of the above named respondent in respect to each and every matter set forth therein during the period from and including January 1 to and including December 31 of the year of the report.		
01 Name Robert E. Berdelle	03 Signature 	04 Date Signed (Mo, Da, Yr) 04/28/2000
02 Title Vice President & Comptroller		
Title 18, U.S.C. 1001 makes it a crime for any person to knowingly and willingly to make to any Agency or Department of the United States any false, fictitious or fraudulent statements as to any matter within its jurisdiction.		

Name of Respondent Commonwealth Edison Company		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) 04/28/2000	Year of Report Dec. 31, 1999
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STATEMENT OF INCOME FOR THE YEAR

1. Report amounts for accounts 412 and 413, Revenue and Expenses from Utility Plant Leased to Others, in another Utility column (i, k, m, o) in a similar manner to a utility department. Spread the amount(s) over Lines 02 thru 24 as appropriate. Include these amounts in columns (c) and (d) totals.
2. Report amounts in account 414, Other Utility Operating income, in the same manner as accounts 412 and 413 above.
3. Report data for lines 7,9, and 10 for Natural Gas companies using accounts 404.1, 404.2, 404.3, 407.1 and 407.2.
4. Use pages 122-123 for important notes regarding the statement of income or any account thereof.
5. Give concise explanations concerning unsettled rate proceedings where a contingency exists such that refunds of a material amount may need to be made to the utility's customers or which may result in a material refund to the utility with respect to power or gas purchases. State for each year affected the gross revenues or costs to which the contingency relates and the tax effects together with an explanation of the major factors which affect the rights of the utility to retain such revenues or recover amounts paid with respect to power and gas purchases.
6. Give concise explanations concerning significant amounts of any refunds made or received during the year

Line No.	Account (a)	(Ref.) Page No. (b)	TOTAL	
			Current Year (c)	Previous Year (d)
1	UTILITY OPERATING INCOME			
2	Operating Revenues (400)	300-301	6,766,892,026	7,135,879,302
3	Operating Expenses			
4	Operation Expenses (401)	320-323	3,091,218,063	3,353,957,108
5	Maintenance Expenses (402)	320-323	773,706,790	788,080,587
6	Depreciation Expense (403)	336-337	779,969,961	868,911,203
7	Amort. & Depl. of Utility Plant (404-405)	336-337	10,363,797	3,726,770
8	Amort. of Utility Plant Acq. Adj. (406)	336-337		
9	Amort. Property Losses, Unrecov Plant and Regulatory Study Costs (407)			
0	Amort. of Conversion Expenses (407)		-1,159,658	-1,138,154
1	Regulatory Debits (407.3)		3,304,428,363	65,210,900
2	(Less) Regulatory Credits (407.4)		3,258,340,132	
13	Taxes Other Than Income Taxes (408.1)	262-263	505,562,466	697,220,520
14	Income Taxes - Federal (409.1)	262-263	1,462,529,662	287,442,413
15	- Other (409.1)	262-263	315,765,792	52,455,037
16	Provision for Deferred Income Taxes (410.1)	234, 272-277	288,187,400	303,377,346
17	(Less) Provision for Deferred Income Taxes-Cr. (411.1)	234, 272-277	1,688,161,280	280,897,850
18	Investment Tax Credit Adj. - Net (411.4)	266	-25,811,372	-27,714,985
19	(Less) Gains from Disp. of Utility Plant (411.6)		3,973,050	4,399,717
20	Losses from Disp. of Utility Plant (411.7)		5,883,173	51,027
21	(Less) Gains from Disposition of Allowances (411.8)		774,151	41,495,544
22	Losses from Disposition of Allowances (411.9)			
23	TOTAL Utility Operating Expenses (Enter Total of lines 4 thru 22)		5,559,395,924	6,084,786,861
24	Net Util Oper Inc (Enter Tot line 2 less 23) Carry fwd to P117, line 25		1,207,496,102	1,051,092,441

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Commonwealth Edison Company	(1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	04/28/2000	Dec 31, 1999
NOTES TO FINANCIAL STATEMENTS (Continued)			

(10) Long-Term Debt

ComEd initiated the issuance of \$3.4 billion of transitional trust notes through its SPEs, ComEd Funding and ComEd Funding Trust, in the fourth quarter of 1998. The current amount outstanding is as follows:

Series	Principal Amount
	(Thousands of Dollars)
5.38% due March 25, 2000	\$ 94,967
5.29% due June 25, 2001	425,033
5.34% due March 25, 2002	258,861
5.39% due June 25, 2003	421,139
5.44% due March 25, 2005	598,511
5.63% due June 25, 2007	761,489
5.74% due December 25, 2008	510,000
	<hr/>
	\$ 3,070,000
	<hr/>

For accounting purposes, the liabilities of ComEd Funding Trust for the transitional trust notes are reflected as long-term debt.

The proceeds, net of transaction costs, from the transitional trust notes have been used, as required, to redeem debt and equity. During 1999, ComEd redeemed or reacquired \$1,101 million of long-term debt.

Sinking fund requirements and scheduled maturities remaining through 2004 for first mortgage bonds, transitional trust notes, sinking fund debentures and other long-term debt outstanding at December 31, 1999, after deducting deposits made for the retirement of sinking fund debentures, are summarized as follows: 2000 - \$732 million; 2001 - \$345 million; 2002 - \$645 million; 2003 - \$445 million; and 2004 - \$577 million.

At December 31, 1999, outstanding first mortgage bonds maturing through 2004 were as follows:

Series	Principal Amount
	(Thousands of Dollars)
9-3/8% due February 15, 2000	\$ 42,245
6-1/2% due April 15, 2000	230,000
6-3/8% due July 15, 2000	100,000
7-3/8% due September 15, 2002	200,000
6-5/8% due July 15, 2003	100,000
5-3/10% due January 15, 2004	26,000
	<hr/>
	\$ 698,245
	<hr/>

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NOTES TO FINANCIAL STATEMENTS (Continued)			

At December 31, 1999, the remaining outstanding first mortgage bonds which mature 2005 through 2023 are summarized as follows:

	Principal Amount	Interest Rate
	-----	-----
	(Thousands of Dollars)	
First Mortgage Bonds	\$2,888,843 =====	Interest rates ranging from 4.40% to 9.875%

Other long-term debt outstanding at December 31, 1999 is summarized as follows:

Debt Security	Principal Amount	Interest Rate
-----	-----	-----
	(Thousands of Dollars)	
Notes:		
Medium Term Notes, Series 3N due various dates through October 15, 2004	\$ 156,000	Interest rates ranging from 9.17% to 9.20%
Notes due January 15, 2004	150,000	Interest rate of 7.375%
Notes due October 15, 2005	235,000	Interest rate of 6.40%
Notes due January 15, 2007	150,000	Interest rate of 7.625%
Notes due July 15, 2018	225,000	Interest rate of 6.95%

	\$ 916,000	

Debt Security	Principal Amount	Interest Rate
-----	-----	-----
	(Thousands of Dollars)	
Subordinated Deferrable Interest Debentures due January 15, 2027	\$ 154,640	Interest rate of 8.50%

Subordinated Deferrable Interest Notes due September 30, 2035	\$ 206,190	Interest rate of 8.48%

Purchase Contract Obligation due April 30, 2005	\$ 301	Interest rate of 3.00%

	\$ 1,277,131	

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NOTES TO FINANCIAL STATEMENTS (Continued)			

securities included in these categories have been classified as "available for sale" securities.

Capitalization.

The estimated fair values of preferred and preference stocks, transitional trust notes and long-term debt were obtained from an independent consultant. The estimated fair values, which include the current portions of redeemable preference stock and long-term debt but exclude accrued interest and dividends, as of December 31, 1999 and 1998 were as follows:

December 31, 1999			
	Carrying Value	Unrealized Losses/(Gains)	Fair Value
(Thousands of Dollars)			
Preferred and preference stocks	\$ 71,265	\$ 58	\$ 71,323
Transitional trust notes	\$3,087,351	\$ (177,485)	\$2,909,866
Long-term debt	\$4,997,892	\$ (33,160)	\$4,964,732

December 31, 1998			
	Carrying Value	Unrealized Losses	Fair Value
(Thousands of Dollars)			
Preferred and preference stocks	\$ 678,156	\$ 11,500	\$ 689,656
Transitional trust notes	\$3,379,696	\$ 70,293	\$3,449,989
Long-term debt	\$6,152,587	\$463,395	\$6,615,982

Current Liabilities.

The carrying value of notes payable, which consists of commercial paper and bank loans maturing within one year, approximates the fair value because of the short maturity of these instruments. See "Capitalization" above for a discussion of the fair value of the current portion of long-term debt and redeemable preference stock.

Utility Plant and Long-Term Debt.

The carrying value of accrued spent nuclear fuel disposal fee for generation prior to April 7, 1983, included in accumulated provision for amortization of nuclear fuel assemblies, and the related interest, included in other long-term debt (which is not included in the above table), represent the settlement value as of December 31, 1999 and 1998; therefore, the carrying value is equal to the fair value.

(14) Pension and Postretirement Benefits

As of December 31, 1999, ComEd had a qualified non-contributory defined benefit pension plan which covers all regular employees. Benefits under this plan reflect each employee's compensation, years of service and age at retirement. Funding is based upon actuarially determined contributions that take into account the amount deductible for income tax purposes and the minimum contribution required under the Employee Retirement Income Security Act of 1974, as amended. The December 31, 1999 and 1998 pension liabilities and

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NOTES TO FINANCIAL STATEMENTS (Continued)			

The components of pension and other postretirement benefit costs, portions of which were recorded as components of construction costs, for the years 1999 and 1998 were as follows:

	1999	1998
	-----	-----
	(Thousands of Dollars)	
Pension Benefit Costs		

Service cost	\$120,000	\$ 115,000
Interest cost on projected benefit obligation	285,000	273,000
Expected return on plan assets	(362,000)	(342,000)
Amortization of transition asset	(13,000)	(12,000)
Amortization of prior service asset	(4,000)	(4,000)
Recognized loss	3,000	2,000
Curtailement loss	16,000	-
	-----	-----
Net periodic benefit cost	\$ 45,000	\$ 32,000
	=====	=====
Other Postretirement Benefit Costs		

Service cost	\$ 41,000	\$ 38,000
Interest cost on accumulated benefit obligation	82,000	78,000
Expected return on plan assets	(76,000)	(69,000)
Amortization of transition obligation	22,000	22,000
Amortization of prior service cost	4,000	4,000
Recognized gain	(14,000)	(14,000)
Severance plan cost	1,000	6,000
Curtailement loss	35,000	-
	-----	-----
Net periodic benefit cost	\$ 95,000	\$ 65,000
	=====	=====

In accounting for the pension costs and other postretirement benefit costs under the plans, the following weighted average actuarial assumptions were used for the years 1999 and 1998:

	Pension Benefits		Other Postretirement Benefits	
	1999	1998	1999	1998
Annual discount rate	6.75%	7.00%	6.75%	7.00%
Annual long-term rate of return on plan assets	9.25%	9.50%	8.97%	9.20%
Annual rate of increase in future compensation levels	4.00%	4.00%	-	-

The pension and other postretirement benefit curtailment losses in December 1999 represent the recognition of prior service costs and transition obligations and an increase in the benefit obligations resulting from special termination benefits related to the reduction in the number of employees due to the sale of the fossil stations.

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TAXES ACCRUED, PREPAID AND CHARGED DURING YEAR

1. Give particulars (details) of the combined prepaid and accrued tax accounts and show the total taxes charged to operations and other accounts during the year. Do not include gasoline and other sales taxes which have been charged to the accounts to which the taxed material was charged. If the actual, or estimated amounts of such taxes are known, show the amounts in a footnote and designate whether estimated or actual amounts.
2. Include on this page, taxes paid during the year and charged direct to final accounts, (not charged to prepaid or accrued taxes.) Enter the amounts in both columns (d) and (e). The balancing of this page is not affected by the inclusion of these taxes.
3. Include in column (d) taxes charged during the year, taxes charged to operations and other accounts through (a) accruals credited to taxes accrued, (b) amounts credited to proportions of prepaid taxes chargeable to current year, and (c) taxes paid and charged direct to operations or accounts other than accrued and prepaid tax accounts.
4. List the aggregate of each kind of tax in such manner that the total tax for each State and subdivision can readily be ascertained.

Line No.	Kind of Tax (See instruction 5) (a)	BALANCE AT BEGINNING OF YEAR		Taxes Charged During Year (d)	Taxes Paid During Year (e)	Adjustments (f)
		Taxes Accrued (Account 236) (b)	Prepaid Taxes (Include in Account 165) (c)			
1	Local (continued) -					
2	Chicago Employers' Expense					
3	1998	52,140			49,068	
4	1999			174,540	131,916	
5						
6	Chicago Sales and Use					
7	1998	313,899			313,899	
8	1999			686,040	312,561	
9						
10	Real Estate					
11	1998 and prior	149,712,375		-8,143,470	145,264,115	
12	1999			141,586,556	9,974,200	
13						
14	Vehicle Licenses					
15	1999			93,261	93,261	
16						
17	Chicago Transaction					
18	1998 and prior	16,429			1,305	
19	1999			-3,573	6,203	
20						
21	SUBTOTAL	183,117,460		339,043,540	384,563,571	
22						
23						
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32						
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40						
41	TOTAL	166,509,956	666,667	2,369,360,858	1,119,825,069	

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STEAM-ELECTRIC GENERATING PLANT STATISTICS (Large Plants) (Continued)							
1. Report data for plant in Service only. 2. Large plants are steam plants with installed capacity (name plate rating) of 25,000 Kw or more. Report in this page gas-turbine and internal combustion plants of 10,000 Kw or more, and nuclear plants. 3. Indicate by a footnote any plant leased or operated as a joint facility. 4. If net peak demand for 60 minutes is not available, give data which is available, specifying period. 5. If any employees attend more than one plant, report on line 11 the approximate average number of employees assignable to each plant. 6. If gas is used and purchased on a term basis report the Btu content of the gas and the quantity of fuel burned converted to Mct. 7. Quantities of fuel burned (Line 37) and average cost per unit of fuel burned (Line 40) must be consistent with charges to expense accounts 501 and 547 (Line 41) as show on Line 19. 8. If more than one fuel is burned in a plant furnish only the composite heat rate for all fuels burned.							

Line No.	Item (a)	Plant Name: <i>Braidwood</i> (b)	Plant Name: <i>Byron</i> (c)
1	Kind of Plant (Internal Comb, Gas Turb, Nuclear)	Nuclear	Nuclear
2	Type of Constr (Conventional, Outdoor, Boiler, etc)	Conventional	Conventional
3	Year Originally Constructed	1987	1985
4	Year Last Unit was Installed	1988	1987
5	Total Installed Cap (Max Gen Name Plate Ratings-MW)	2450.00	2450.00
6	Net Peak Demand on Plant - MW (60 minutes)	2330	2314
7	Plant Hours Connected to Load	8759	8759
8	Net Continuous Plant Capability (Megawatts)	0	0
9	When Not Limited by Condenser Water	2240	2240
10	When Limited by Condenser Water	2180	2240
11	Average Number of Employees	870	861
12	Net Generation, Exclusive of Plant Use - KWh	18935719000	18082590000
13	Cost of Plant: Land and Land Rights	4413375	3379422
14	Structures and Improvements	1178121630	784090776
15	Equipment Costs	3780601435	3350054814
16	Total Cost	4963136440	4137525012
17	Cost per KW of Installed Capacity (line 5)	2025.7700	1688.7857
18	Production Expenses: Oper, Supv, & Engr	52923161	52409864
19	Fuel	88505260	88441344
20	Coolants and Water (Nuclear Plants Only)	2572251	4348132
21	Steam Expenses	10478419	11353218
22	Steam From Other Sources	0	0
23	Steam Transferred (Cr)	0	0
24	Electric Expenses	41559	43276
25	Misc Steam (or Nuclear) Power Expenses	19017385	20457371
26	Rents	0	0
27	Allowances	0	0
28	Maintenance Supervision and Engineering	40722666	46802396
29	Maintenance of Structures	6080378	4170364
30	Maintenance of Boiler (or reactor) Plant	9731911	13600145
31	Maintenance of Electric Plant	6986710	14567958
32	Maintenance of Misc Steam (or Nuclear) Plant	4690149	6280217
33	Total Production Expenses	241749849	262474285
34	Expenses per Net KWh	0.0128	0.0145
35	Fuel: Kind (Coal, Gas, Oil, or Nuclear)	Nuclear	Nuclear
36	Unit (Coal-tons/Oil-barrel/Gas-mct/Nuclear-indicate)	Grams	Grams
37	Quantity (units) of Fuel Burned	1729285 0 0	1708454 0 0
38	Avg Heat Cont - Fuel Burned (btu/indicate if nuclear)	111350000 0 0	108570000 0 0
39	Avg Cost of Fuel/unit, as Delvd f.o.b. during year	0.000 0.000 0.000	0.000 0.000 0.000
40	Average Cost of Fuel per Unit Burned	0.000 0.000 0.000	0.000 0.000 0.000
41	Average Cost of Fuel Burned per Million BTU	0.460 0.000 0.000	0.477 0.000 0.000
42	Average Cost of Fuel Burned per KWh Net Gen	0.005 0.000 0.000	0.005 0.000 0.000
43	Average BTU per KWh Net Generation	10170.000 0.000 0.000	10259.000 0.000 0.000

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STEAM-ELECTRIC GENERATING PLANT STATISTICS (Large Plants) (Continued)											
<p>9. Items under Cost of Plant are based on U. S. of A. Accounts. Production expenses do not include Purchased Power, System Control and Load Dispatching, and Other Expenses Classified as Other Power Supply Expenses. 10. For IC and GT plants, report Operating Expenses, Account Nos. 547 and 549 on Line 24 "Electric Expenses," and Maintenance Account Nos. 553 and 554 on Line 31, "Maintenance of Electric Plant." Indicate plants designed for peak load service. Designate automatically operated plants. 11. For a plant equipped with combinations of fossil fuel steam, nuclear steam, hydro, internal combustion or gas-turbine equipment, report each as a separate plant. However, if a gas-turbine unit functions in a combined cycle operation with a conventional steam unit, include the gas-turbine with the steam plant. 12. If a nuclear power generating plant, briefly explain by footnote (a) accounting method for cost of power generated including any excess costs attributed to research and development; (b) types of cost units used for the various components of fuel cost; and (c) any other informative data concerning plant type fuel used, fuel enrichment type and quantity for the report period and other physical and operating characteristics of plant.</p>											
Plant Name: <i>Dresden</i> (d)			Plant Name: <i>LaSalle County</i> (e)			Plant Name: <i>Quad Cities</i> (f)			Line No.		
Nuclear			Nuclear			Nuclear			1		
Conventional			Conventional			Conventional			2		
1960			1982			1972			3		
1971			1984			1972			4		
1657.00			2341.00			1242.00			5		
1615			2224			1579			6		
8759			8698			8759			7		
0			0			0			8		
1588			2156			1183			9		
1545			2096			1153			10		
823			883			817			11		
12359478000			14620354000			9686144000			12		
4591817			5378135			1150256			13		
210420516			626020854			120082774			14		
873543819			2290621804			533729871			15		
1088556152			2922020793			654962901			16		
656.9440			1248.1934			527.3453			17		
52904979			62074899			50406371			18		
65534026			84091873			53916318			19		
3610184			2733434			1550832			20		
14103279			16719788			5378122			21		
0			0			0			22		
0			0			0			23		
44839			37703			35087			24		
18863552			27853613			16885445			25		
0			0			0			26		
0			0			0			27		
42713898			74169399			20159601			28		
8591909			9089009			8368871			29		
15648057			13321245			5464736			30		
16422998			11994804			6083500			31		
1825291			2560257			2243797			32		
240263012			304646024			170492680			33		
0.0194			0.0208			0.0176			34		
Nuclear			Nuclear			Nuclear			35		
Grams U235			Grams U235			Grams U235			36		
1173079	0	0	1331342	0	0	905891	0	0	37		
115390000	0	0	114700000	0	0	117630000	0	0	38		
0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	39		
0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	0.000	40		
0.484	0.000	0.000	0.551	0.000	0.000	0.506	0.000	0.000	41		
0.005	0.000	0.000	0.006	0.000	0.000	0.006	0.000	0.000	42		
10952.000	0.000	0.000	10445.000	0.000	0.000	11007.000	0.000	0.000	43		

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FOOTNOTE DATA			

Schedule Page: 402 Line No.: 1 Column: b

This note pertains to all of the Fossil generating stations and all of the peaking and diesel sites listed on pages 402 through 403.3.

Collins, Crawford, Fisk, Joliet, Powerton, Waukegan and Will County Fossil Generating Stations and Bloom, Calumet, Electric Junction, Lombard and Sabrooke Peaking Sites were sold to Edison Mission Energy, a wholly-owned subsidiary of Edison International, on December 15, 1999. Data presented reflects ComEd's partial-year ownership. SEC FERC Page 108, Number 3 and Pages 204-207.

Schedule Page: 402 Line No.: 9 Column: b

This note pertains to all columns of line 9, pages 402-403 and supplemental pages.

Net winter capability at 30 degrees F.

Schedule Page: 402 Line No.: 10 Column: b

This note pertains to all columns of line 10, pages 402-403 and supplemental pages.

Net summer capability at 95 degrees F.

Schedule Page: 402.3 Line No.: 33 Column: c

Production expenses other than fuel are not available for Joliet Internal Combustion; included with Joliet Gas Turbine.

Schedule Page: 402.4 Line No.: -1 Column: b

This note pertains to all five nuclear stations listed on pages 402.4 and 403.4.

The Dresden, Quad Cities and LaSalle County nuclear units have boiling water reactors and the Byron and Braidwood nuclear units have pressurized water reactors. The nuclear fuel assemblies in the reactors contain enriched uranium. The cost of the nuclear fuel is amortized to fuel expense based on the quantity of heat produced for the generation of electric energy. Under the Nuclear Waste Policy Act of 1982, the U.S. Department of Energy (DOE) is responsible for the ultimate storage and disposal of spent nuclear fuel removed from nuclear reactors. Additional information on nuclear fuel amortization and spent nuclear fuel disposal costs is detailed in the Notes to Financial Statements.

Schedule Page: 402.4 Line No.: 5 Column: f

This note pertains to all data shown for Quad Cities, except as noted below.

MidAmerican Energy Company has a 25% ownership interest in the Quad Cities Station, and is entitled to 25% of the net capability of the two Quad Cities units. Accordingly, all of the data shown for Quad Cities, with the exception of lines 7 and 11 represents a 75% ComEd ownership.